

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FIRSTBANK PUERTO RICO,

Plaintiff,

-against-

BARCLAYS CAPITAL, INC.,

Defendant.

Civil Action No. 09 Civ. 10317 (GBD)

**DECLARATION OF DANIEL S.
WEINBERGER IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO
DEFENDANT'S MOTION TO DISMISS**

I, Daniel S. Weinberger, of full age, hereby declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney admitted before the courts of the State of New York and the United States District Court for the Southern District of New York, and associated with the law firm of Gibbons P.C., counsel for plaintiff FirstBank Puerto Rico ("FirstBank") in this action.

2. I submit this Declaration in support of FirstBank's opposition to Barclays Capital Inc.'s ("Barclays") motion to dismiss.

3. I attach true and correct copies of the following documents as Exhibits A through K:

<u>Exhibit</u>	<u>Document</u>
A	ISDA Master Agreement, dated January 16, 1997, with Schedule to Master Agreement.
B	Credit Support Annex to the Schedule to the Master Agreement, dated January 16, 1997.
C	Letter from Víctor Barreras to Adriana León/Allyson Carine, dated September 24, 2008 (Exhibit G to Dkt. # 4485 in <i>In re Lehman Brothers Holdings, Inc.</i> , No. 08-

Exhibit Document

- 13555 (JMP) (Bankr. S.D.N.Y.)).
- D Asset Purchase Agreement, dated September 16, 2008 (Exhibit A to Dkt. # 280 in *In re Lehman Brothers Holdings Inc.*, No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).
- E First Amendment to Asset Purchase Agreement, dated September 19, 2008 (Exhibit B to Dkt. # 280 in *In re Lehman Brothers Holdings Inc.*, No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).
- F Clarification Letter Agreement, dated September 20, 2008 (Exhibit C to Dkt. # 280 in *In re Lehman Brothers Holdings Inc.*, No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).
- G Order under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) the Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases, dated September 19, 2008 (Dkt. # 258 in *In re Lehman Brothers Holdings Inc.*, No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).
- H Order Approving, and Incorporating by Reference for the Purposes of This Proceeding, an Order Authorizing the Sale of Purchased Assets and Other Relief in the Lehman Brothers Holdings, Inc. Chapter 11 Proceeding, dated September 19, 2008 (Dkt. # 3 in *SIPC v. Lehman Brothers Inc.*, Adv. Proc. No. 08-142 (JMP) (Bankr. S.D.N.Y.)).
- I Amended Schedules of Assets and Liabilities for Lehman Brothers Special Financing Inc. -- Schedule G, filed on June 15, 2009 (Dkt. #3921 in *In re Lehman Brothers Special Financing Inc.*, No. 08-13888 (JMP) (Bankr. S.D.N.Y.)).¹
- J Letter from Lawrence Odell to General Counsel's Office of Barclays, dated September 17, 2009.
- K Letter from Boaz S. Morag to Lawrence Odell, dated September 25, 2009.

I hereby declare under penalty of perjury that the foregoing is true and correct.

/s/ Daniel S. Weinberger
Daniel S. Weinberger

Dated: March 26, 2010
 New York, New York

¹ The Amended Schedule of Assets and Liabilities contains Schedules A-J. Schedule G itself is 373 pages. Plaintiff attached only the relevant pages of the Amended Schedule of Assets and Liabilities, including page 121 of Schedule G which lists the FirstBank account containing the securities at issue in this action. Counsel placed an asterisk next to the column listing that account.